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**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO HEADQUARTERS**

UNITED STATES OF AMERICA,)
)
 Plaintiff,)
)
 v.)
)
 NATURE'S FARM PRODUCTS, INC.,)
 DENNIS CHOI, and PETER PIZZO,)
)
 Defendants.)

No. C 04-2068 VRW

**STIPULATION AND ~~PROPOSED~~
 ORDER OF TRANSFER AND
 WITHDRAWAL OF ACTION AGAINST
 DEFENDANT NATURE'S FARM
 PRODUCTS, INC.**

I. PARTIES

This Stipulated Order of Transfer and Withdrawal of Action Against Nature's Farm Products, Inc. ("Stipulation and Order") is entered into between the United States of America (the "United States"), by its attorney Kevin V. Ryan, United States Attorney for the Northern District of California, and defendants Dennis Choi ("Choi"), Peter Pizzo ("Pizzo"), and Nature's Farm Products, Inc. ("NFP") (collectively, the "NFP Defendants"), through their authorized representatives.

II. PREAMBLE

WHEREAS, on or about September 1, 2000, a qui tam action was filed in the United States District Court for the Southern District of New York (the "Civil Action") by Huangyan Import & Export Corporation ("Huangyan");

WHEREAS, the United States intervened in the Civil Action on October 10, 2003, and filed the Complaint of the United States on October 10, 2003;

WHEREAS, by order dated May 13, 2004, this action was transferred to this Court on the motion of the NFP Defendants, pursuant to 28 U.S.C. § 1404 on the ground that transfer "would serve the convenience of the parties and witnesses";

WHEREAS this Court approved a Stipulated Settlement Agreement Between the United States and Defendant Dennis Choi on December ___, 2005;

WHEREAS this Court approved a Stipulated Settlement Agreement Between the United States and Defendant Peter Pizzo on December ___, 2005;

WHEREAS the parties have withdrawn, by joint stipulation, the interlocutory appeal to the Ninth Circuit from this Court's Order of May 3, 2005, certifying such appeal;

WHEREAS defendant NFP is defunct, and the United States intends to withdraw its claims against defendant NFP;

WHEREAS as a result of the settlements and withdrawals described above, there are no outstanding controversies between the United States and any of the NFP Defendants;

WHEREAS the only remaining issues in the case concern two appeals previously taken by Huangyan to the Second Circuit (the "Second Circuit Appeals"): one appeal, docketed as 04-0825-CV (L) (Second Circuit) relates to its dismissal from this action by Opinion and Order of the Southern District of New York dated January 14, 2004, and the other appeal, docketed as 04-1447-CV (CON) (Second Circuit) relates to the judgment entered against the Bank of China New York Branch ("BOCNY") in the Southern District of New York on February 18, 2004;

WHEREAS the Second Circuit Appeals were withdrawn as premature by Stipulation dated June 15, 2004 but with leave to reinstate;

1 WHEREAS the justification for transfer of this case to this Court, on the ground that it
2 "would serve the convenience of the parties and witnesses," no longer applies as there are no
3 outstanding issues with regard to the NFP Defendants; and

4 WHEREAS the only outstanding issues in this case relate to the previously filed Second
5 Circuit Appeals;

6 III. TERMS AND CONDITIONS

7 NOW, THEREFORE, the NFP Defendants and the United States do hereby covenant and
8 agree as follows:

9 1. This case is hereby transferred back to the Southern District of New York
10 pursuant to 28 U.S.C. § 1404, for the convenience of the parties and in the interests of judicial
11 economy, solely for purposes of entry of Final Judgment. The United States shall make prompt
12 application to the United States District Court for the Southern District of New York once the
13 case is transferred for entry of Final Judgment.

14
15 2. The United States hereby withdraws its Complaint against NFP pursuant to Fed.
16 R. Civ. P. 41(a)(2), without costs or attorney's fees to either party.

17
18 IT IS SO STIPULATED.

19 Dated: December 14, 2005

KEVIN V. RYAN
United States Attorney

20
21 By:

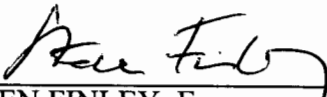


SARA WINSLOW, AUSA
DAVID J. KENNEDY, SAUSA
Attorneys for Plaintiff, United States of America

Dated: December 2, 2005

FINLEY & DEATON

By:


STEVEN FINLEY, Esq.
Attorney for the NFP Defendants

ORDER

Pursuant to stipulation, IT IS SO ORDERED. This case is hereby transferred to the Southern District of New York.

DATED: December 21, 2005

